alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^2 is methyl or amino; and

R^3 represents one or more radicals selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

A' Cont.

or a pharmaceutically-acceptable salt, tautomer or prodrug thereof;

provided that (a) A is not pyrrolyl, and (b) A is not oxazolyl other than oxazolonyl;

provided that when R^1 is 4-bromophenyl: (a) A is not pyrazolyl when R^2 is methyl and R^3 is hydrogen, cyano, trifluoromethyl or ethoxycarbonyl; (b) A is not imidazolyl when R^3 is trifluoromethyl; (c) A is not isoxazolyl when R^3 is methyl; and (d) A is not 2-furanonyl when R^3 is hydrogen; and

provided that when R^1 is 3-methyl-4-bromophenyl, R^2 is methyl and R^3 is trifluoromethyl, A is not imidazolyl.

Claim 2 has been amended as follows:

2. (Once amended) Compound of Claim 1 wherein:

A is a 5- or 6-member ring substituent selected from partially saturated or unsaturated heterocyclic and carbocyclic rings;

R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-

haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^2 is methyl or amino; and

R^3 represents one or more radicals selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6-member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

A1 cont.

5. (Once amended) Compound of Claim 2 wherein A is a radical selected from the group consisting of thienyl, furyl, furanone, thiazolyl, oxothiazolyl, thioxothiazolyl, imidazolyl, benzofuryl, indenyl, benzothienyl, isoxazolyl, oxooxazolyl, pyrazolyl, cyclopentenyl, cyclopentadienyl, benzindazolyl, benzopyranopyrazolyl, phenyl, and pyridyl.

A2

Claim 6 has been amended as follows:

6. (Once amended) Compound of Claim 2 wherein A is a radical selected from the group consisting of thienyl, furyl, furanone, thiazolyl, oxothiazolyl, thioxothiazolyl, imidazolyl, benzofuryl, indenyl, benzothienyl, isoxazolyl, pyrazolyl, cyclopentenyl, cyclopentadienyl, benzindazolyl, benzopyranopyrazolyl, phenyl, and pyridyl.

Claim 7 has been amended as follows:

7. (Once amended) Compound of Claim 2 wherein A is a radical selected from the group consisting of thienyl, furanone, isoxazolyl, pyrazolyl, cyclopentenyl and pyridinyl.

Claim 12 has been amended as follows:

12. (Once amended) Compound of Claim 6 wherein R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio.

Claim 13 has been amended as follows:

13. (Once amended) Compound of Claim 6 wherein R^3 is a radical selected from the group consisting of hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

A3

Claim 14 has been amended as follows:

14. (Once amended) Compound of Claim 6 wherein

R^1 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio; and

R^3 is a radical selected from the group consisting of hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl,

methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

A3 cont.

Claim 15 has been amended as follows:

15. (Once amended) Compound of Claim 6 wherein

R^1 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of halo, cyano, C_{1-2}-alkyl, C_{1-2}-haloalkyl, C_{1-2}-alkoxy, and C_{1-2}-haloalkoxy; and

R^3 is a radical selected from the group consisting of hydrido, C_{1-2}-alkyl, C_{1-3}-alkoxy, C_{1-3}-alkylcarbonyl, C_{1-3}-haloalkyl, C_{1-3}-hydroxyalkyl, and C_{1-3}-alkoxycarbonyl.

Claim 16 has been amended as follows:

16. (Once amended) Compound of Claim 15 wherein

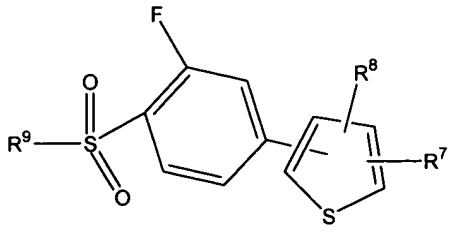
R^1 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of methyl, difluoromethyl, trifluoromethyl, trifluoromethoxy, cyano, fluoro, chloro, bromo, and methoxy; and

R^3 is a radical selected from the group consisting of hydrido, methyl, methoxy, methylcarbonyl, trifluoromethyl, difluoromethyl, hydroxymethyl, and methoxycarbonyl.

Claim 31 has been amended as follows:

A4

31. (Once amended) A compound of Claim 1 having Formula III:



wherein:

R^7 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^8 is a radical selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^9 is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

Claim 32 has been amended as follows:

32. (Once amended) 32. Compound of Claim 31 wherein:

R^7 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is ptionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^8 is a radical selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^9 is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

A4 cont.

Claim 36 has been amended as follows:

---

36. (Once amended) Compound of Claim 32 wherein R^7 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio.

A5

Claim 37 has been amended as follows:

37. (Once amended) Compound of Claim 32 wherein R^8 is a radical selected from the group consisting of hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl,

methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

Claim 38 has been amended as follows:

38. (Once amended) Compound of Claim 32 wherein:

R^7 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio; and

A5 cont.

R^8 is a radical selected from the group consisting of hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

Claim 40 has been amended as follows:

40. (Once amended) Compound of Claim 32 wherein:

A6

R^7 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of halo, cyano, C_{1-2}-alkyl, C_{1-2}-haloalkyl, C_{1-2}-alkoxy, and C_{1-2}-haloalkoxy; and

R^8 is a radical selected from the group consisting of hydrido, halogen, C_{1-2}-alkyl, C_{1-3}-alkoxy, C_{1-3}-alkylcarbonyl, C_{1-3}-haloalkyl, C_{1-3}-hydroxyalkyl, and C_{1-3}-alkoxycarbonyl.

Claim 41 has been amended as follows:

41. (Once amended) Compound of Claim 32 wherein

A6 cont.

R^7 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of methyl, difluoromethyl, trifluoromethyl, trifluoromethoxy, cyano, fluoro, chloro, bromo, iodo and methoxy; and

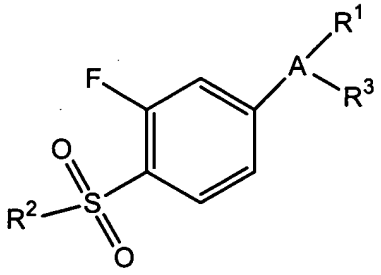
R^8 is a radical selected from the group consisting of hydrido, chloro, fluoro, bromo, cyano, methyl, methoxy, methylcarbonyl, trifluoromethyl, difluoromethyl, hydroxymethyl, and methoxycarbonyl.

Claim 99 has been amended as follows:

---

99. (Once amended) A method of treating inflammation, said method comprising administering to a subject having or susceptible to such inflammation or inflammation-associated disorder, a therapeutically-effective amount of a compound of Formula I

A7



wherein:

A is a 5- or 6-member ring substituent selected from partially saturated or unsaturated heterocyclic and carbocyclic rings;

R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^2 is methyl or amino; and

R^3 represents one or more radicals selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-

alkoxy, C_{1-3}alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

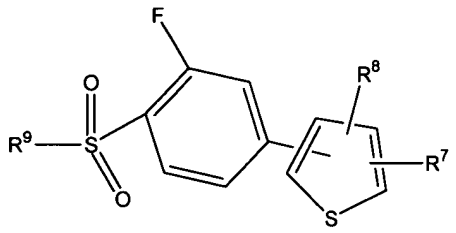
or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

A7 cont.

Claim 101 has been amended as follows:

101. (Once amended) The method of Claim 99 wherein the compound corresponds to Formula III:

A8



wherein:

R^7 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl is optionally substituted with one, two or three radicals selected from the group consisting of C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^8 is a radical selected from the group consisting of hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-

alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

A8 cont.

R^9 is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.